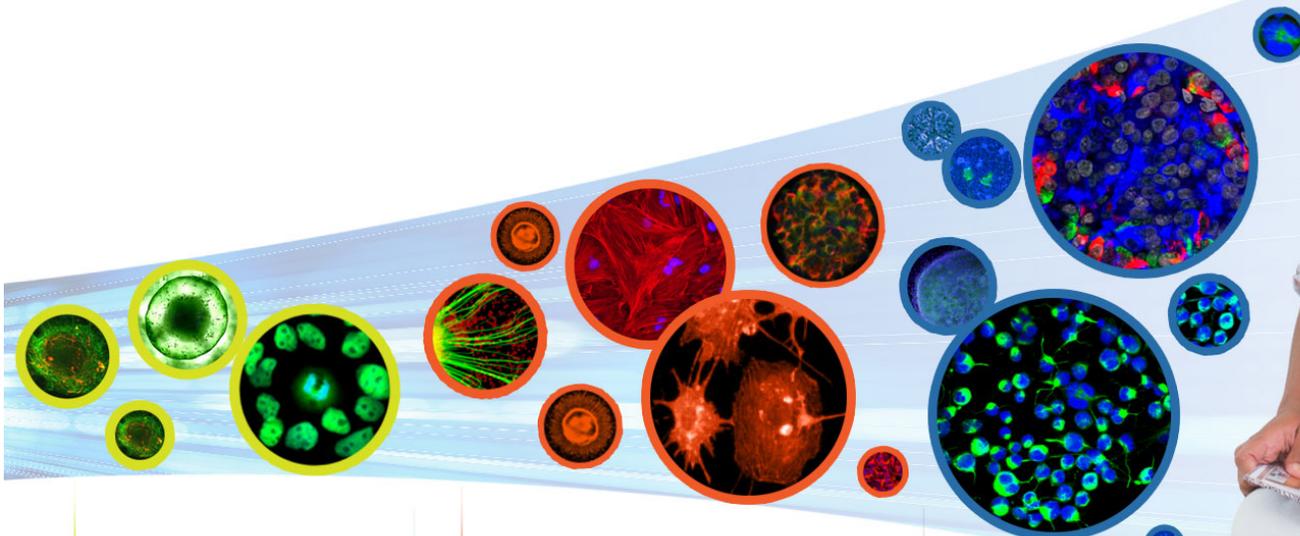


December 17, 2015

# CIRM 2.0

CALIFORNIA'S STEM CELL AGENCY



○ DISCOVERY

○ TRANSLATIONAL

○ CLINICAL

○ EDUCATION

○ INFRASTRUCTURE



**Agenda Item #12**  
**Proposed Amendments to Internal**  
**Governance Policy and Board Bylaws**  
**James Harrison**

General Counsel  
California Institute for Regenerative Medicine

# PROPOSED AMENDMENT TO PATIENT ADVOCATE PER DIEM (BOARD BYLAWS)

## Adjust Annual Cap on Patient Advocate Per Diem:

- Increase cap to \$30,000 per year to reflect increase in number of GWG meetings and expansion of Patient Advocate Role.
- Apply adjustment retroactively to January 1, 2015.

## Requested Action:

- Amend Board bylaws to increase annual cap to \$30,000 and apply adjustment retroactively to January 1, 2015.

# PROPOSED AMENDMENTS TO INTERNAL GOVERNANCE POLICY AND BOARD BYLAWS

- **Bylaws Vice Chair:** Delete references to Bylaws Vice Chair.
- **Telephonic Meetings:** Encourage members to participate in person at four regular meetings per year but lift restrictions on telephonic participation.
- **Subcommittees:** Delete provision requiring approval of Chair to expand size of subcommittee as duplicative. Eliminate prescription regarding number of meetings and members for Governance and Legislative Subcommittees.
- **Organizational Chart:** Present proposed changes to organizational chart directly to the Board.

# PROPOSED AMENDMENTS TO INTERNAL GOVERNANCE POLICY AND BOARD BYLAWS

- **Working Groups:** Delete description of functions of Working Groups as duplicative of statutory provisions.
- **Number of Employees in Office of Chair:** Eliminate specificity regarding number of employees in the Office of the Chair.
- **Compensation of Employees:** Permit CIRM leadership to set salaries for new hires and reclassified employees within salary range (but above 80% of range) without seeking prior approval of Governance Subcommittee.

# Requested Action

Adopt motion approving proposed amendments to Internal Governance Policy and Board bylaws.